

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,

Plaintiff,

v.

THE WALT DISNEY COMPANY and
TWENTY-FIRST CENTURY FOX, INC.,

Defendants.

Case No. 1:18-cv-05800 (CM)

**FILING AND CERTIFICATION OF COMPLIANCE UNDER 15 U.S.C. § 16(g)
BY THE WALT DISNEY COMPANY**

Pursuant to Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g), Defendant The Walt Disney Company (“TWDC”), by its attorneys, submits this filing regarding all written or oral communications by or on behalf of TWDC with any officer or employee of the Executive Branch of the United States concerning or relevant to the Proposed Final Judgment in this action. In accordance with Section 2(g), the filing does not include communications “made by counsel of record alone with the Attorney General or the employees of the Department of Justice alone.”

To the best of TWDC’s knowledge, after appropriate inquiry, Defendants had numerous telephone discussions with employees of the Antitrust Division of the U.S. Department of Justice (“DOJ”) relating to the Proposed Final Judgment during the weeks prior to its filing by the DOJ in this action on June 27, 2018. All of those discussions related to negotiation of a potential settlement in the general form contained in the Proposed Final Judgment. Listed below are the representatives of the Defendants who participated in one or more of those discussions:

Thomas Barnett, Covington & Burling LLP (“Covington”), Counsel to TWDC
Anne Lee, Covington, Counsel to TWDC
Alan Braverman, TWDC
Kenneth Newman, TWDC
Justin Warbrooke, TWDC
Richard Bates, TWDC
George Cary, Cleary Gottlieb, Steen & Hamilton LLP (“Cleary”),
Counsel to 21CF
Kenneth Reinker, Cleary, Counsel to 21CF

TWDC hereby certifies that this disclosure complies with the requirements of Section 5(g) of the Clayton Act, 15 U.S.C. § 16(g), and that this disclosure is a true and complete description of relevant communications known to TWDC or of which TWDC reasonably should have known.

Dated: September 12, 2018
New York, New York

Respectfully submitted,

COVINGTON & BURLING LLP

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